

1 WACHTELL, LIPTON, ROSEN & KATZ
2 MARC WOLINSKY (*pro hac vice*)
3 GEORGE T. CONWAY III (*pro hac vice*)
4 VINCENT G. LEVY (*pro hac vice*)
5 51 West 52nd Street
6 New York, NY 10019
7 Telephone: (212) 403-1000
Facsimile: (212) 403-2000
mwolinsky@wlrk.com
gtconway@wlrk.com
vglevy@wlrk.com

8 FARELLA, BRAUN & MARTEL, LLP
9 NEIL A. GOTEINER (State Bar No. 83524)
10 THOMAS B. MAYHEW (State Bar No. 183539)
11 235 Montgomery Street, 17th Floor
12 San Francisco, CA 94104
Telephone: (415) 954-4400
Facsimile: (415) 954-4480
ngoteiner@fbm.com
tmayhew@fbm.com

Attorneys for Defendants Hewlett-Packard Company

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

DECLARATION OF MARC WOLINSKY

I, Marc Wolinsky, declare as follows:

1. I am an attorney with the law firm Wachtell, Lipton, Rosen & Katz, which represents Hewlett Packard Company in this lawsuit. I respectfully submit this declaration in support of HP's Memorandum of Points and Authorities in Support of Preliminary Approval of the Proposed Settlement and in Opposition to the Motions to Intervene by Hussain and Cook and the Motion to Sever by Steinberg.

2. Attached as Exhibit 1 is a true and correct copy of the Resolution Regarding Derivative Claims and Demands adopted by the Demand Review Committee of the HP board of directors on January 10, 2014, redacted for attorney-work product and attorney-client privilege.

3. Attached as Exhibit 2 is a true and correct copy of an email from Sushovan Hussain to Michael Lynch, dated December 10, 2010.

4. Attached as Exhibit 3 is a true and correct copy of the Resolution Regarding Shareholder Derivative Claims and Demands adopted by the HP board of directors on January 16, 2014, redacted for attorney-work product and attorney-client privilege.

5. Attached as Exhibit 4 is a true and correct copy of Autonomy Corporation plc's Annual Report and Accounts for the year ended December 31, 2010.

6. Attached as Exhibit 5 is a true and correct copy of the Stock Notification and Award Agreement sent by HP to Hussain, dated as of November 16, 2011.

7. Attached as Exhibit 6 is a true and correct copy of a letter from Marc Wolinsky of the law firm Wachtell, Lipton, Rosen & Katz, counsel to HP, to John W. Keker and Jan Little of the law firm Keker & Van Nest, LLP, counsel to Hussain, dated August 27, 2014.

8. Attached as Exhibit 7 is a true and correct copy of a letter from John Keker to Marc Wolinsky, dated August 28, 2014.

9. Attached as Exhibit 8 is a true and correct copy of a letter from Anthony R. Jimenez of MicroTech to Dr. Manlio Miceli of the Biblioteca Apostolica Vaticana (“BAV”), dated April 23, 2014.

1 10. Attached as Exhibit 9 is a true and correct copy of a letter from Msgr. Cesare
2 Pasini of the BAV to HP, dated May 15, 2014.
3

4 11. Attached as Exhibit 10 is a true and correct copy of an email and two attachments
5 from Sushovan Hussain to Michael Lynch, Andrew Kanter and Stephen Chamberlain, dated
6 August 4, 2011.
7

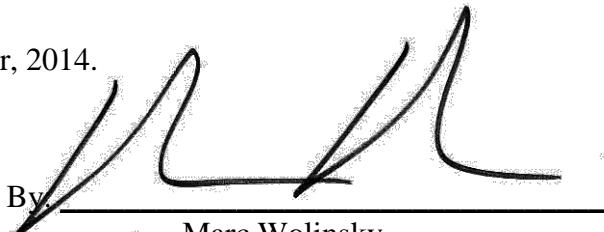
8 12. Attached as Exhibit 11 is a true and correct copy of a document that was obtained
9 by HP employee Manish Sarin from an electronic data room established by Autonomy during
10 HP's pre-acquisition due diligence and that reflects Sarin's handwritten notes made prior to HP's
11 announcement of the Autonomy acquisition on August 18, 2011.
12

13 13. Attached as Exhibit 12 is a true and correct copy of the British House of Lords
14 decision in *Standard Chartered Bank v. Pakistan Nat'l Shipping Corp. (Nos 2 and 4)* [2002]
15 UKHL 43, [2003] 1 A.C. 959 (H.L. Eng.).
16

17 14. Attached as Exhibit 13 is a true and correct copy of the British House of Lords
18 decision in *Smith New Court Secs. Ltd. v. Scrimgeour Vickers (Asset Mgmt.) Ltd.* [1997] A.C. 254
19 (H.L. Eng.).
20

21 I declare under penalty of perjury under the laws of the United States of America that the
22 foregoing is true and correct.
23

24 Executed on this 4th day of September, 2014.
25

26 
27 By _____
28 Marc Wolinsky